SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998. AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750). PROFIT FLORIDA DEPARTMENT OF STATE CORPORATION FILED Sandra & Morticam ANNUAL REPORT Secretary of State 1998 DIVISION OF CORPORATIONS 98 DEC 21 AM 9: 49 DOCUMENT # F97000005346 (8) SECRETARY OF STATE TALLAHASSEE, FLORIDA CELTIC INTERNATIONAL INC. Principal Place of Business Mailing Address 21 ST. THOMAS ST. 21 ST. THOMAS ST. BRISTOL BSI 6JS. ENGLAND BRISTOL BSI 6JS. ENGLAND DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 10/10/1997 2a. Mailing Address
26 CELTIC INTERNATIONAL 4. FEI Number 2. Principal Place of Business 65-0788672 Applied For 21 CELTIC INTERNATIONAL Not Applicable \$8.75 Additional 5. Certificate of Status Desired PALM BEACH GYM Fee Required City & State \$5.00 May Be 6. Election Campaign Financing ATUNS Trust Fund Contribution Added to Fees 8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. Yes No 41.5.A 3343 29 Personal Property Tax due June 30. 25 24 10. Name and Address of New Registered Agent 9. Name and Address of Current Registered Agent 81 Name SIMON, ALAN R SIMON & SIMON CHARTERED ATTORNEYS 82 Street Address (P.O. Box Number is Not Acceptable) 2255 GLADES RD., STE, 226-ATRIUM 83 BOCA RATON FL 33431 85 Zip Code Pursuant to the provisions of sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, section 607.0505, Florida Statutes. SIGNATURE Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) (2/98)12. OFFICERS AND DIRECTORS 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE TITLE DELETE Change Addition CROSHAW, PHILIP 1.2 NAME 900002724099---12/28/98--01142--017 NAME STREET ADDRESS THE AVENUE, SARK, CHANNEL ISLANDS 1.3 STREET ADDRESS ****150 00 ****150 0B United Kingdom Gy905B CITY-ST-ZIP 1.4 CITY-ST-ZIP TITLE D DELETE 2.1 TITLE GRASSICK, JAMES 2.2 NAME NAME THE AVENUE, SARK, CHANNEL ISLANDS 2.3 STREET ADDRESS STREET ADDRESS UNITED KINGDOM GY905B 2.4 CTTY-ST-ZIP CITY-ST-ZIP 3.1 TITLE TITLE Š DELETE __ Change NAME JORDANS (ISLE OF MAN) LIMITED 3.2 NAME 3RD FLOOR, CELTIC HOUSE, VICTORIA ST. STREET ADDRESS 3.3 STREET ADDRESS DOUGLAS ISLE OF MAN CITY-ST-ZIF 3.4 CITY-ST-ZIP 4.1 TITLE TILE DELETE Change ____ Addition NAME 4.2 NAME STREET ADDRESS 4.3 STREET ADDRESS CITY-ST-ZIF 4.4 CITY-ST-ZIP TITLE DELETE 5.1 TITLE ___ Change Addition 5.2 NAME NAME 5.3 STREET ADDRESS STREET ADDRESS 5.4 CITY-ST-ZIP CITY-ST-ZIP TITLE DELETE 6.1 TITLE Change Addition NAME 6.2 NAME 6.3 STREET ADDRESS STREET ADDRESS 6.4 CITY-ST-ZIP 14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changes, or or an attachment with an address.

SIGNATURE:

CELTIC INTERNATIONAL, INC d.b.a. PALM BEACH GYM OF BOCA 141 NW 20th STREET

BOCA RATON, FL. 33431

TEL. 561-750-0510 E MAIL BOCAGYM @ AOL. COM FAX. 561-750-0590 WWW BOCAGYM. COM

EAST BOCA'S CO-ED FAMILY FITNESS CENTER
Located: in Plum Park on NW 20th Street 1/10th Mile West of N. Dixie Hwy.

December 2, 1998

Attn. Shawn
Division of Corporations
P.O. Box 1500
Tallahassee Fl 32302-1500

Dear Shawn:

As I previously mentioned to you on the telephone:

This is our first year in business

The original form that you sent to England never reached Our office.

The second notice you sent reached me on December 1, 1998. We were not aware such a form or tax existed or was due.

Enclosed is a check for the original tax which would have been paid had we known it was due. I would greatly appreciate your accepting this as the amount due and I assure you the next return will be timely.

Very truly,

Philip Croshaw